

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**FORM 40-F**

- REGISTRATION STATEMENT PURSUANT TO SECTION 12 OF THE SECURITIES EXCHANGE ACT OF 1934
- ANNUAL REPORT PURSUANT TO SECTION 13(a) OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2019

Commission File Number 000-54516

**EMERA INCORPORATED**

(Exact name of Registrant as specified in its charter)

Nova Scotia, Canada

(Province or other jurisdiction of incorporation or organization)

4911

(Primary Standard Industrial Classification Code Number (if applicable))

Not applicable

(I.R.S. Employer Identification Number (if applicable))

5151 Terminal Road  
Halifax, Nova Scotia, Canada  
B3J 1A1

Telephone: (902) 428-6096

(Address and telephone number of Registrant's principal executive offices)

Emera US Finance LP  
c/o Corporation Service Company  
251 Little Falls Drive  
Wilmington, Delaware 19808  
Telephone: (302) 636-5401

(Name, address (including zip code) and telephone number (including area code) of agent for service in the United States)

Securities registered or to be registered pursuant to Section 12(b) of the Act: Not applicable.

Securities registered or to be registered pursuant to Section 12(g) of the Act: Not applicable.

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act: Not applicable.

For annual reports, indicate by check mark the information filed with this Form:

Annual information form

Audited annual financial statements

Number of outstanding shares of each of the issuer's classes of capital or common stock as of December 31, 2019:

242,478,188 Common Shares  
3,864,636 Series A First Preferred Shares  
2,135,364 Series B First Preferred Shares  
10,000,000 Series C First Preferred Shares  
5,000,000 Series E First Preferred Shares  
8,000,000 Series F First Preferred Shares  
12,000,000 Series H First Preferred Shares

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days.

Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the Registrant was required to submit and post such files).

Yes  No

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 12b-2 of the Exchange Act.

Emerging growth company

If an emerging growth company that prepares its financial statements in accordance with U.S. GAAP, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards<sup>†</sup> provided pursuant to Section 13(a) of the Exchange Act.

<sup>†</sup> The term "new or revised financial accounting standard" refers to any update issued by the Financial Accounting Standards Board to its Accounting Standards Codification after April 5, 2012.

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## Certifications and Disclosure Regarding Controls and Procedures.

- (a) Certifications regarding controls and procedures. See Exhibits 99.5 and 99.6.
- (b) Evaluation of disclosure controls and procedures. As of December 31, 2019, an evaluation of the effectiveness of the Registrant's "disclosure controls and procedures" (as such term is defined in Rules 13a-15(e) and 15d-15(e) of the United States Securities Exchange Act of 1934, as amended (the "Exchange Act")), was carried out by the Registrant's Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO"). Based on that evaluation, the CEO and CFO have concluded that as of such date the Registrant's disclosure controls and procedures are effective to provide a reasonable level of assurance that information required to be disclosed by the Registrant in reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in United States Securities and Exchange Commission (the "Commission") rules and forms.

It should be noted that while the CEO and CFO believe that the Registrant's disclosure controls and procedures provide a reasonable level of assurance that they are effective, they do not expect the disclosure controls and procedures or internal control over financial reporting to be capable of preventing all errors and fraud. A control system, no matter how well conceived or operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met.

- (c) Management's annual report on internal control over financial reporting. The Registrant's management is responsible for establishing and maintaining adequate internal control over financial reporting. The Registrant's internal control framework is based on the criteria published in the Internal Control – Integrated Framework (2013), a report issued by the Committee of Sponsoring Organizations (COSO) of the Treadway Commission. The Registrant's management, including the CEO and CFO, evaluated the design and effectiveness of the Registrant's internal control over financial reporting as at December 31, 2019 and concluded that the Registrant's internal control over financial reporting is effective as at December 31, 2019.
- (d) Attestation report of the registered public accounting firm. This annual report does not include an attestation report of the Registrant's registered public accounting firm regarding internal control over financial reporting.
- (e) Changes in internal control over financial reporting. There were no changes in the Registrant's internal control over financial reporting during the fiscal year ended December 31, 2019, that have materially affected, or are reasonably likely to materially affect, the Registrant's internal control over financial reporting.

**Audit Committee Financial Expert.** The Registrant's board of directors (the "Board") has determined that five audit committee financial experts serve on its Audit Committee. The audit committee financial experts are Andrea S. Rosen, Kent M. Harvey, B. Lynn Loewen, Richard P. Sergel and Jochen E. Tilk. The Board has determined that Andrea S. Rosen, Kent M. Harvey, B. Lynn Loewen and Richard P. Sergel are independent within the meaning of the listing standards of the New York Stock Exchange. Information concerning the relevant experience of Andrea S. Rosen, Kent M. Harvey, B. Lynn Loewen, Richard P. Sergel and Jochen E. Tilk is included in their biographical information contained in the Registrant's Annual Information Form for the fiscal year ended December 31, 2019, filed as Exhibit 99.1 hereto (the "Annual Information Form"). The Commission has indicated that the designation of a person as an audit committee financial expert does not make such person an "expert" for any purpose, impose any duties, obligations or liability on such person that are greater than those imposed on members of the audit committee and board of directors who do not carry this designation, or affect the duties, obligations or liability of any other member of the audit committee or board of directors.

**Code of Ethics.** The Emera Code of Conduct was revised and became effective on January 1, 2020 (the "Code") and applies to all directors, officers and employees of the Registrant, including the CEO and CFO. Since the adoption of the Code, there have not been any waivers, including implied waivers, from any provision of the Code. A copy of the Code can be found on Emera's internet website at the following address:  
<https://www.emera.com/about-us/who-we-are/code-of-conduct>.

The Code was furnished to the Commission on January 22, 2020 as Exhibit 99.1 to a report on Form 6-K and is incorporated by reference herein as Exhibit 99.9.

**Principal Accountant Fees and Services.** The information provided under the headings "Audit Committee—Audit and Non-Audit Services Pre-Approval Process" and "Audit Committee—Auditors' Fees" contained in the Registrant's Annual Information Form. The Registrant's Audit Committee approved all of the Audit-Related and Tax services provided by Ernst & Young LLP in 2019 and none were approved pursuant to the de minimus exception provided by Section (c)(7)(i)(C) of Rule 2-01 of Regulation S-X.

**Off-Balance Sheet Arrangements.** The information provided under the heading "Off-Balance Sheet Arrangements" contained in the Registrant's Management's Discussion and Analysis dated February 14, 2020 for the year ended December 31, 2019, filed as Exhibit

99.3 hereto (the “MD&A”) and the information provided at note 26 (“D. Guarantees and Letters of Credit”) and note 31 (“Variable Interest Entities”) to the Audited Consolidated Financial Statements as at and for the years ended December 31, 2019 and December 31, 2018, filed as Exhibit 99.2 hereto (the “Financial Statements”), are incorporated by reference herein.

**Tabular Disclosure of Contractual Obligations.** The information provided under the heading “Contractual Obligations” contained in the MD&A is incorporated by reference herein and the information provided at note 26 (“A. Commitments”) and note 24 (“Long-Term Debt”) to the Financial Statements, are incorporated by reference herein.

**Identification of the Audit Committee.** The information provided under the heading “Audit Committee” contained in the Annual Information Form is incorporated by reference herein.

**Mine Safety Disclosure.** Neither the Registrant nor any of its subsidiaries is the “operator” of any “coal or other mine”, as those terms are defined in section 3 of the Federal Mine Safety and Health Act of 1977 (30 U.S.C. 802), that is subject to the provisions of such Act (30 U.S.C. 801 et seq.). Therefore, the provisions of Section 1503(a) of the Dodd-Frank Wall Street Reform and Consumer Protection Act and Item 16 of General Instruction B to Form 40-F requiring disclosure concerning mine safety violations and other regulatory matters do not apply to the Registrant or any of its subsidiaries.

## EXHIBIT INDEX

<b>Exhibit Number</b>	<b>Description</b>
99.1	<a href="#">2019 Annual Information Form dated March 30, 2020 for the fiscal year ended December 31, 2019</a>
99.2	<a href="#">Management’s Discussion and Analysis dated February 14, 2020 for the year ended December 31, 2019</a>
99.3	<a href="#">Audited Consolidated Financial Statements as at and for the years ended December 31, 2019 and December 31, 2018</a>
99.4	<a href="#">Consent of Independent Registered Public Accounting Firm</a>
99.5	<a href="#">Certification of Chief Executive Officer pursuant to Rule 13a-14(a) or 15d-14(a) of the U.S. Securities Exchange Act of 1934, as amended</a>
99.6	<a href="#">Certification of Chief Financial Officer pursuant to Rule 13a-14(a) or 15d-14(a) of the U.S. Securities Exchange Act of 1934, as amended</a>
99.7	<a href="#">Certification of Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002</a>
99.8	<a href="#">Certification of Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002</a>
99.9	Emera Code of Conduct (as revised on January 1, 2020) (incorporated by reference to Emera Incorporated’s Form 6-K, furnished to the Commission on January 22, 2020)
101	Interactive Data File

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**UNDERTAKING AND CONSENT TO SERVICE OF PROCESS**

The Registrant undertakes to make available, in person or by telephone, representatives to respond to inquiries made by the Commission staff, and to furnish promptly, when requested to do so by the Commission staff, information relating to the securities in relation to which the obligation to file an annual report on Form 40-F arises or transactions in said securities.

The Registrant has previously filed a Form F-X in connection with the class of securities in relation to which the obligation to file this report arises.

Any change to the name or address of a Registrant's agent for service shall be communicated promptly to the Commission by amendment to Form F-X referencing the file number of the Registrant.

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**SIGNATURES**

Pursuant to the requirements of the Exchange Act, the Registrant certifies that it meets all of the requirements for filing on Form 40-F and has duly caused this annual report to be signed on its behalf by the undersigned, thereto duly authorized.

DATED this 30th day of March, 2020.

**EMERA INCORPORATED**

By: /s/ Scott C. Balfour

Name: Scott C. Balfour

Title: President & Chief Executive Officer